

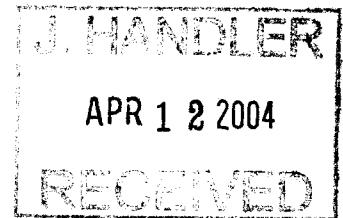
EXHIBIT B

CHOATE, HALL & STEWART

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April 13, 2004

HAND DELIVERY

Jonathan I. Handler, Esq.
Day, Berry & Howard LLP
260 Franklin Street
Boston, MA 02110-3179

Re: Richard E. Kaplan v. First Hartford Corporation (C.A. No. 04-10402-RCL)

Dear Jonathan:

This will confirm that we have agreed to hold the Rule 26(f) conference for the above-captioned case at our offices on Friday, April 16, 2004. Originally I asked that the conference begin at 2:00 p.m., but I now ask that you accommodate me and that we begin the conference at 1:00 p.m. If this proposed change in the start time presents a problem for you, please let me know.

I also suggest that we both make the disclosures required by Rule 26 (a) (1) at the conference. We will be prepared to do so, and an early exchange of this information should facilitate the development of a discovery plan for this case.

I further request that you bring with you to the conference the following documents for our inspection and copying:

1. All records of the January 22, 2004 Shareholders Meeting.
2. All proxies submitted to First Hartford Corporation ("FHC") by shareholders in connection with the January 22, 2004 Shareholders Meeting.
3. The list of shareholders and addresses used in connection with the mailing of the Proxy Materials for the January 22, 2004 Shareholders Meeting.

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4. All documents reflecting communications between FHC or anyone acting on its behalf and the Securities and Exchange Commission in connection with FHC's proxy statement for the January 22, 2004 Shareholders Meeting.
5. All records of meetings of the FHC Board of Directors and all committees thereof, and actions taken without a meeting, since the February, 1986 Shareholders Meeting.
6. All communications with shareholders of FHC since the 1986 Shareholders Meeting.
7. All documents relating to transactions between FHC (or any corporation or partnership in which FHC has an ownership interest) and Neil Ellis or any entity controlled by him that were entered into or consummated since the 1986 Shareholders Meeting.
8. All documents relating to the establishment of the rate of compensation for Neil Ellis, Stuart Greenwald and David Harding, and all other employees of FHC.
9. All documents filed with the Securities and Exchange Commission relating to FHC since 1986, by Neil Ellis, Stuart Greenwald and David Harding.

These documents are relevant to both our claims and your defenses in this case and are discoverable in this case. In the spirit of the Federal Rules and the Local Rules of the District of Massachusetts, which require both automatic and early disclosure of such documents, the requested documents should be provided to us forthwith.

I look forward to your anticipated cooperation and to our meeting on April 16, and I remind you to let me know in advance who will be attending the conference so that appropriate arrangements can be made for your entry to our building.

Very truly yours,



Larry C. Kenna, P.C.

cc: Richard E. Kaplan, Esq.
Robert Rothberg, Esq.

LCK:tjp

Day, Berry & Howard LLP

COUNSELLORS AT LAW

Jonathan I. Handler
Direct Dial: (617) 345-4734
E-mail: jihandler@dbh.com

April 14, 2004

VIA FACSIMILE AND U.S. MAIL

Larry C. Kenna, Esq.
Choate, Hall & Stewart
Exchange Place
53 State Street
Boston, MA 02109

Re: **Richard E. Kaplan v. First Hartford Corporation**
C.A. No. 04-10402-RCL

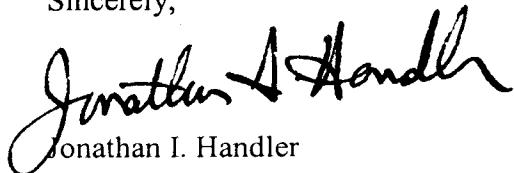
Dear Larry:

I write in response to your April 13, 2004 letter.

We agree with your suggestion that the parties exchange Rule 26(a)(1) automatic disclosures on Friday, when we hold our Rule 26(f) conference. As you know, however, neither the Federal Rules of Civil Procedure nor the Local Rules of the United States District Court for the District of Massachusetts permits the parties to serve discovery requests until we have held this Rule 26(f) conference. See Fed. R. Civ. P. 26(d); LR, D. Mass. 26.2(A). Indeed, the primary purpose of the conference is "to develop a proposed discovery plan." See Fed. R. Civ. P. 26(f). Accordingly, your informal request for production of documents is premature. Should you choose to serve a formal document request pursuant to Rule 34 after the parties have exchanged automatic disclosures, we will respond in due course.

I look forward to seeing you at 2:00 p.m. on Friday.

Sincerely,



Jonathan I. Handler

cc: John B. Nolan, Esq.

Handler, Jonathan I.

From: Handler, Jonathan I.
Sent: Wednesday, April 21, 2004 4:37 PM
To: 'Kenna, Larry'
Cc: Rothberg, Robert
Subject: RE: Kaplan v. First Hartford Corporation--written responses to document requests

Larry:

Thanks for your email. While we share your interest in moving the case forward at a reasonable pace, we do not understand why there is a need to compress FRCP-mandated discovery deadlines at this point. We will be happy to treat your April 13 letter as a Rule 34 request served as of today, and we will respond accordingly.

Please let me know if you would like to discuss this further. I will also have a response shortly to your proposed schedule for the joint report.

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-----Original Message-----

From: Kenna, Larry [mailto:LKenna@choate.com]
Sent: Wednesday, April 21, 2004 10:59 AM
To: Handler, Jonathan I.
Cc: Rothberg, Robert
Subject: Kaplan v. First Hartford Corporation--written responses to document requests

Jonathan, on reflection, I want to accept your offer to treat my letter to you dated April 13, 2004 as Richard Kaplan's First Request for the Production of Documents by the Defendant First Hartford Corporation.

Since we have a conference scheduled with the Judge for May 12, 2004, I propose that we both serve our written responses to the respective document requests on May 11 rather than waiting the full 30 days to do so, which would be after the conference. I think that we should be prepared to advise the Judge of any disputes we have over the production of documents at the conference rather than at some later date. This

should not present any hardships to either of us or either of our clients.

Please let me have your thoughts on these issues at your earliest convenience.

Thanks, LCK

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